

RECOMMENDATIONS BY THE NOMINATION COMMITTEE

To the Annual General Meeting in Scatec Solar ASA on 28 April 2020

The work of the Nomination Committee

The Nomination Committee of Scatec Solar ASA consist of Alf Inge Gjerde (Chairman), Hilde Myrberg and Svein Høgset. Contact details of the members are available on the Company's website.

The Nomination Committee has performed its work in accordance with a detailed instruction, last updated and approved by the Annual General Meeting of Scatec Solar ASA 30 April 2019.

In addition to reviewing the Board of Directors' own evaluation, the Nomination Committee have had conversations with the chairman, the board members and representatives from the Company's management. Furthermore, the Nomination Committee has contacted the Company's largest shareholders via e-mail with an invitation to provide input and comments to the composition of both the Board of Directors and the Nomination Committee, and their work in general.

Item 1 – Remuneration to the Board of Directors

At the Annual General Meeting in 2019, it was resolved that the Chairman should receive a remuneration of NOK 455,000, whilst each Director should receive a remuneration of NOK 285,000 per year. Further, it was resolved that members of the Audit Committee would receive a yearly remuneration of NOK 57,000, whilst members of the Remuneration Committee would receive an annual compensation of NOK 31,000.

Scatec Solar ASA has experienced strong growth over the last years. As a result, the importance of good corporate governance and strategic choices have increased. It is the opinion of the Nomination Committee that the remunerations should be subject to an annual adjustment in line with this and also in line with the market terms. The Nomination Committee thus proposes that the remuneration to the Chairman is increased to NOK 480,000 per year, and for members of the board that it is increased to NOK 300,000 per year. For members of the Audit Committee and the Remuneration Committee, the remuneration is proposed increased to NOK 59,000 and NOK 32,000 per year respectively.

Proposed resolution

The annual compensation from the ordinary General Meeting in 2020 until the Ordinary General Meeting in 2021 shall be:

<i>The Chairman of the Board:</i>	<i>NOK 480,000 per year</i>
<i>Members of the Board:</i>	<i>NOK 300,000 per year</i>
<i>Members of the audit committee:</i>	<i>NOK 59,000 per year</i>
<i>Members of the remuneration committee:</i>	<i>NOK 32,000 per year</i>

Item 2 – Election of Board of Directors

At the Annual General Meeting in 2019, the following Board of Directors were elected:

John Andersen Jr., Chairman of the Board – until 2020
Jan Skogseth, board member – until 2020
Mari Thjømøe, board member – until 2020
Gisele Marchand, board member – until 2021

John Giverholt, board member – until 2021

The Nomination Committee has through its work reviewed the Board of Directors own evaluation of its work and procedures and have had individual coversations with the Chairman of the Board and each of the Board Members, and also management of the Company. The Nomination Committee believes that the cooperation within the Board works very well, both for individual members and the Board as a group. The cooperation between the Board of Directors and the Company's management is also perceived as very good.

Over the past years, Scatec Solar ASA have had a significant growth. This if expected to be the case also in the following years. Increased complexity and more integrated energy markets results in the Nomination Committee seeing the need for strengthening the team with a person with international experience and expertise from the energy market generally.

The Nomination Committee means that Maria Moræus Hanssen (born 1965) has the background and expertise to satisfy these requirements, and that she will contribute to improving the Board of Directors's profile of expertise. The Nomination Committee has emphasized Moræus Hanssen's long experience as a leader in international oil and energy companies, and her comprehensive experience within international energy markets, finance and strategic assessments. Especially her operational experience from different developing countries will come to great benefit for the Board of Directors.

Moræus Hanssen was up until 1 January 2020 the COO and deputy CEO in the merged Wintershall Dea AG. Prior to this she was the CEO of DEA Deutsche Erdoel AG. She has also held leading positions in Aker ASA, Equinor ASA and Norsk Hydro ASA. Moræus Hanssen is a member of the board of Alfa Laval Corporate AB and chairman of the board of Oslobygg AS.

In addition to election of Maria Moræus Hanssen as new board member, the Nomination Committee proposes reelection of John Andersen jr. as Chairman, and Jan Skogseth as board member.

It is the opinion of the Nomination Committee that the composition of the proposed Board meets the requirement of the Nomination Committees instruction, and that a sufficient number of Board members are independent of major shareholders and management.

In order to further align the members of the board of directors with the development of the business of Scatec Solar ASA, the Nomination Committee wish to urge each director to acquire shares in the company. This is in line with the recommendation from the Norwegian Code of Practice for Corporate Governance (NUES).

Proposed resolution:

The Nomination Committee proposes that the General Meeting resolve as follows:

The Company's Board of Directors consists of:

John Andersen Jr., Chairman of the Board – until 2022

Jan Skogseth – until 2022

Maria Moræus Hanssen – until 2022

Gisele Marchand – until 2021

John Giverholt – until 2021

Item 3 - Remuneration to the Nomination Committee

At the Annual General Meeting in 2019, the following resolution was made:

Remuneration to the Nomination Committee for the period from the Annual General Meeting 2019 to the Annual General Meeting 2020 shall be NOK 52,000 for the Chairman of the Nomination Committee, and NOK 36,000 for each member.

It is the opinion of the Nomination Committee that the above mentioned remunerations should be subject to an annual adjustment in line with the market terms. The Nomination Committee thus proposes that the remuneration to the chairman of the Nomination Committee is increased to NOK 53,500 per year, and to NOK 37,000 per year to its members.

Proposed resolution:

Remuneration to the Nomination Committee for the period from the Annual General Meeting in 2020 to the Annual General Meeting 2021 shall be:

Chairman of the Nomination Committee: NOK 53,500
Members of the Nomination Committee NOK 37,000

Item 4 – Election of members to the Nomination Committee

The Nomination Committee currently consist of Alf Inge Gjerde (Chairman), Hilde Myrberg and Svein Høgset.

As replacement for Hilde Myrberg, Kristine Ryssdal (born 1960) is proposed as a new member of the Nomination Committee. Ryssdal has since 2016 been EVP General Counsel in Yara International ASA. She has previously held leading positions in both Equinor ASA and REC ASA. Ryssdal has since 2018 been a member of Norges Bank's Executive Board. Further, she has experience from the board of Borregaard ASA.

The Nomination Committee is of the opinion that Kristine Ryssdal's long experience and wide competence, and also her comprehensive network, will be of great value in the Nomination Committee's work going forward.

To secure sufficient continuity the Nomination Committee proposes re-election of Alf Inge Gjerde.

It is proposed that both are elected for a period of two years.

Proposed resolution:

The Nomination Committee's consist of:

Alf Inge Gjerde (Chairman) – until 2022
Kristine Ryssdal – until 2022
Svein Høgseth – until 2021

Oslo, 20 March 2020
Alf Inge Gjerde (Chairman)
Hilde Myrberg
Svein Høgset